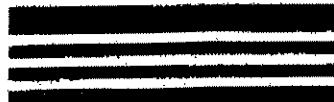


OCT 29 '03 12:59 PM FORD MOTOR CREDIT

5592610246 TO 9180077777777777

**0330360194****UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER (optional)**Shelia Hirsch 459-261-4545  
B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pacific Corp & Title Services  
914 "S" Street  
Sacramento, CA 95814  
P6-0001-155-5

14824KA

**FILED**  
**SACRAMENTO, CA**  
**OCT 29, 2003 AT 1547**  
**KEVIN SHELLY**  
**SECRETARY OF STATE**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (Line 1) - do not list trade or doing business names**

<b>1a. ORGANIZATION NAME</b>		<b>1b. FIRST NAME</b>	<b>1c. MIDDLE NAME</b>	<b>1d. SUFFIX</b>
OR	Lewis Family Enterprises, Inc.			
<b>1e. MAILING ADDRESS</b>		<b>1f. CITY</b>	<b>1g. STATE</b>	<b>1h. POSTAL CODE</b>
808 Capitol Expy		San Jose,	Ca	95138
<b>1i. INSTRUCTIONS</b>		<b>1j. ADD'L INFO RE ORGANIZATION</b>	<b>1k. JURISDICTION OF ORGANIZATION</b>	<b>1l. ORGANIZATIONAL ID #, IF ANY</b>
DEBTOR		Corporation	California	C2561145

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (Line 2) - do not list trade or doing business names**

<b>2a. ORGANIZATION NAME</b>		<b>2b. FIRST NAME</b>	<b>2c. MIDDLE NAME</b>	<b>2d. SUFFIX</b>
OR	INDIVIDUAL'S LAST NAME			
<b>2e. MAILING ADDRESS</b>		<b>2f. CITY</b>	<b>2g. STATE</b>	<b>2h. POSTAL CODE</b>
<b>2i. INSTRUCTIONS</b>		<b>2j. ADD'L INFO RE ORGANIZATION</b>	<b>2k. JURISDICTION OF ORGANIZATION</b>	<b>2l. ORGANIZATIONAL ID #, IF ANY</b>
DEBTOR		Corporation	California	C2561145

**3. SECURED PARTY'S NAME (NAME/TOTAL ASSESSMENT PAYABLE ON 5TH BIRTHDAY/CONTRACT PAYMENT DATE)**

<b>3a. ORGANIZATION NAME</b>		<b>3b. FIRST NAME</b>	<b>3c. MIDDLE NAME</b>	<b>3d. SUFFIX</b>
OR	Ford Motor Credit Company			
<b>3e. INDIVIDUAL'S LAST NAME</b>		<b>3f. CITY</b>	<b>3g. STATE</b>	<b>3h. POSTAL CODE</b>
8365 N Fresno St Ste 280		Fresno	Ca	93720

**4. THE FINANCING STATEMENT covers the following types of security (check all that apply or checkmark if otherwise specified by Debtor(s))**

- 1) Equipment, furniture, machinery, demonstrator and service vehicles, supplies and other goods of every kind.
- 2) Motor vehicles, tractors, trailers, implements, service parts, and accessories and other inventory of every kind and any acccessories thereto.
- 3) Accounts, instruments, chattel paper, general intangibles, contract rights, documents and supporting obligations thereto.
- 4) Fixtures located at the above address and at any other address from which the above debtor conducts business now or in the future.



<b>5. ALTERNATIVE DESIGNATION IN ADDITION TO NAME</b>	<b>5a. TRADE NAME</b>	<b>5b. CONSIGNMENT DEALER</b>	<b>5c. SUPERVISOR</b>	<b>5d. DELIVERER/USER</b>	<b>5e. AS. LHEN</b>	<b>5f. NON-LIQUID PLN#3</b>
I AM FINANCING STATEMENT TO BE FILED FOR RECORD BY AUTHORITY OF THE DEBTOR		77. Search in REGISTRY SEARCH REPORT (04/01/2003 - 04/01/2004)		All Debtors	Debtor 1	Debtor 2

**6. OPTIONAL FILER REFERENCE DATA**

FRA503

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

**EXHIBIT D**